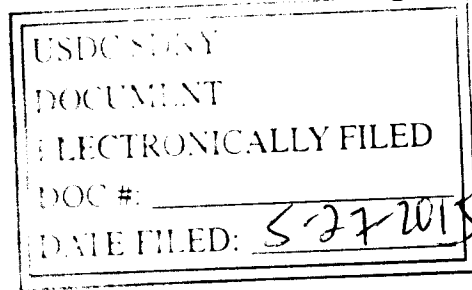


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE BEAR STEARNS MORTGAGE
PASS-THROUGH CERTIFICATES
LITIGATION



Case No. 1:08-cv-08093-LTS

**PROPOSED] ORDER GRANTING LEAD COUNSEL'S
MOTION FOR AN AWARD OF ATTORNEYS' FEES
AND REIMBURSEMENT OF LITIGATION EXPENSES**

WHEREAS:

A. On May 27, 2015, a hearing was held before this Court to consider, among other matters: (1) Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Fee and Expense Application"); and (2) the fairness and reasonableness of the Fee and Expense Application to the Class Members. All interested Persons were afforded the opportunity to be heard;

B. The maximum amount of fees and litigation expenses that would be requested by Lead Counsel was set forth in the Notice of Pendency of Class Action and Proposed Settlement, Final Approval Hearing, and Motion for Attorneys' Fees and Reimbursement of Litigation Costs (the "Notice") that was disseminated in accordance with the Court's Order entered February 19, 2015;

C. The Notice advised that any objections to the Fee and Expense Application were required to be filed with the Court no later than May 6, 2015, and mailed to counsel for the Settling Parties such that they are received no later than May 6, 2015;

D. On April 22, 2015, Lead Counsel filed their Fee and Expense Application.

E. No Class Member has objected to the Fee and Expense Application.

F. This Court has duly considered Lead Counsel's Fee and Expense Application, the declarations and memoranda of law submitted in support thereof, and all of the submissions and arguments presented with respect thereto.

NOW, THEREFORE, after due deliberation and for the reasons stated on the record of the May 27, 2015 hearing, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. This Order hereby incorporates by reference the definitions in the Stipulation and Agreement of Settlement (the "Stipulation"), and all capitalized terms, unless otherwise defined herein, shall have the same meanings as set forth in the Stipulation.

2. Lead Counsel's attorneys' fee request is GRANTED. Lead Counsel are awarded the sum of \$81.25 million (16.25% of the \$500 million Settlement Amount), plus interest at the same rate earned by the Settlement Fund, to be paid from the Settlement Fund.

3. Lead Counsel's motion for reimbursement of Plaintiffs' Counsel's litigation expenses is GRANTED. Lead Counsel are awarded the sum of \$1,381,611.60 in litigation expenses, to be paid from the Cost Fund.

4. Lead Counsel's motion for reimbursement of costs and expenses incurred by Lead Plaintiff Public Employees' Retirement System of Mississippi ("MissPERS") directly related to its representation of the Class is GRANTED. Lead Plaintiff MissPERS is awarded \$30,325.00 in litigation costs and expenses, to be paid from the Settlement Fund.

5. Pursuant to paragraph 17 of the Stipulation, Lead Counsel shall allocate the attorneys' fees and expenses amongst Plaintiffs' Counsel in a manner in which they in good faith believe reflects the contributions of such counsel to the prosecution and settlement of the Action.

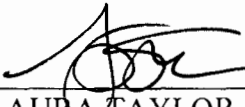
6. The Notice provided the best notice practicable under the circumstances. Said Notice provided due and adequate notice of these proceedings and the matters set forth herein,

including the fee and litigation expense request, to all Persons entitled to such Notice, and said Notice fully satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, due process, and the Private Securities Litigation Reform Act of 1995.

7. There is no just reason for delay in the entry of this Order Granting Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses, and immediate entry of this Order by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

SO ORDERED.

Dated: New York, New York
May 27, 2015



LAURA TAYLOR SWAIN
United States District Judge

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